

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

Ref. Docket No. ____

**ORDER APPROVING STIPULATION BY AND AMONG DEBTORS,
LOS FIELDS, INC. AND EDWARD FIELD WITH RESPECT TO
CLAIM NUMBERS 20548 AND 20549 IN THE CHAPTER 11 CASES**

Upon consideration of the stipulation, attached hereto as Exhibit 1 (the “Stipulation”), among the above-captioned affiliated debtors and debtors in possession, Los Fields, Inc. (f/k/a Natural Merchants, Inc.), and Edward Field, and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

1. The Stipulation and all of the terms set forth therein are APPROVED and shall have full force and effect of an order entered by the Court with respect thereto.
2. This Court shall retain jurisdiction with respect to any matters related to or arising from the Stipulation or the implementation of this Order.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 12405 Venice Boulevard, Box #1, Los Angeles, CA 90066.

EXHIBIT 1

Stipulation

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

**STIPULATION BY AND AMONG DEBTORS, LOS FIELDS, INC.,
AND EDWARD FIELD WITH RESPECT TO CLAIM NUMBERS
20548 AND 20549 IN THE CHAPTER 11 CASES**

The above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), Los Fields, Inc. (f/k/a Natural Merchants, Inc.) (“Los Fields”) and Edward Field (“Mr. Field”, and with the Debtors and Los Fields, each a “Party” and collectively, the “Parties”) by and through their undersigned counsel, hereby stipulate and agree as follows (this “Stipulation”):

A. Case Background

WHEREAS, on December 2, 2022, each of the Debtors commenced a voluntary case (collectively, the “Chapter 11 Cases”) under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”);

WHEREAS, on March 6, 2023, the Court entered the *Order (I) Establishing Deadlines for Filing Proofs of Claim and (II) Approving the Form, Timing and Manner of Notice Thereof* [Docket No. 277] which established April 5, 2023 at 5:00 p.m. (ET) as the final date and time for each entity (including, without limitation, individuals, partnerships, corporations, joint

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ventures, and trusts), other than any governmental units, to file, among other things, a proof of claim in the Chapter 11 Cases on account of a prepetition claim;

WHEREAS, on June 5, 2023, the Debtors filed the *Combined Disclosure Statement and Joint Chapter 11 Plan of Winc, Inc. and Its Affiliated Debtors* [Docket No. 375] (as may be amended, modified or supplemented, the “Disclosure Statement and Plan”);²

WHEREAS, on June 27, 2023, the Court entered the *Order (I) Approving the Combined Disclosure Statement and Plan on an Interim Basis; (II) Establishing Solicitation and Tabulation Procedures; (III) Approving the Form of Ballot and Solicitation Materials; (IV) Establishing the Voting Record Date; (V) Fixing the Date, Time, and Place for the Confirmation Hearing and the Deadline for Filing Objections Thereto; and (VI) Granting Related Relief* [Docket No. 402] (the “Solicitation Procedures Order”);

B. The Claims

WHEREAS, on April 4, 2023, (i) Los Fields filed a proof of claim in the Chapter 11 Cases, which was assigned claim number 20548, in an amount not less than \$3,330,818.34 (the “Los Fields Claim”) and (ii) Mr. Field filed a proof of claim in the Chapter 11 Cases, which was assigned claim number 20549, in an amount not less than \$3,330,818.34 (the “Edward Field Claim”) and, together with the Los Fields Claim, the “Claims”); and

WHEREAS, the Parties have engaged in discussions regarding the Claims for purposes of voting on the Disclosure Statement and Plan.

NOW THEREFORE, it is hereby stipulated and agreed to by and among the Parties as follows:

1. **Recitals.** The foregoing recitals are incorporated herein by reference.

² Capitalized terms used but otherwise not defined herein shall have the meanings ascribed to them in the Solicitation Procedures Order.

2. Voting Procedure.

- (a) The Los Fields Claim shall be temporarily allowed in the amount of \$3,330,817.34 for the sole purpose of voting on the Disclosure Statement and Plan.
- (b) The Edward Field Claim shall be temporarily allowed in the amount of \$1.00 for the sole purposes of voting on the Disclosure Statement and Plan.
- (c) Each of Los Fields and Mr. Field shall be permitted to cast a Ballot in the amounts listed in (a) and (b) above, respectively, and such Ballots shall be subject to the Tabulation Procedures to the extent not inconsistent with this Stipulation.³

3. General Provisions.

- (a) The Parties reserve all rights relating to the Claims and nothing herein shall prejudice or modify the rights of the Debtors to object to the Claims for all purposes, other than as set forth herein, in the Chapter 11 Cases.
- (b) This Stipulation may be executed in multiple counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument. This Stipulation may be executed by electronic signatures, and such electronic signatures will be deemed to be valid whether or not confirmed by delivering the original signatures in person, by courier, or mail.

IN WITNESS WHEREOF, the Parties, by their authorized counsel, executed this Stipulation as of the date written below.

[Signature page follows]

³ For the avoidance of doubt, this Stipulation does not address, and is without prejudice to, the claim filed by Comex Consulting SL, which has been assigned claim number 20547.

Dated: Wilmington, Delaware
July 5, 2023

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Dated: Wilmington, Delaware
July 5, 2023

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